

DONELAN, CLEARY, WOOD & MASER, P. C.

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2-085A014

14868-57
RECORDED NO. FILED NO.

March 25, 1992

14868-
RECORDED NO. FILED NO.

MAR 25 1992 11:22 AM

MAR 25 1992 11:20 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

MAR 25 11 23 AM '92
MOTOR OPERATING UNIT

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are three original counterparts each of two secondary documents: (i) Supplement to Annex I of the Mortgage, dated March 23, 1992, and (ii) Partial Release No. 6, dated as of March 17, 1992, both relating to Mortgage, Assignment, Security Agreement and Financing Statement, a primary document, dated as of December 23, 1985, between Chicago, Central & Pacific Railroad Company ("Mortgagor") and General Electric Capital Corporation ("Mortgagee"), recorded under Recordation No. 14868, and amended by First Amendment to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 31, 1987, and further amended by Second Amendment to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 22, 1988, recorded under Recordation No. 14868-D, and further amended by Third Amendment to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 21, 1990, recorded under Recordation No. 14868-G.

It is my understanding that the recordation numbers to be assigned to these two new documents as described in the preceding paragraph, will be: (i) 14868-L and (ii) 14868-M.

The names and addresses of the parties to the enclosed documents are as follows:

John Maser
Donelan, Cleary, Wood & Maser

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MORTGAGOR: Chicago, Central & Pacific Railroad Company
1006 East 4th Street
Waterloo, Iowa 50704

MORTGAGEE: General Electric Capital Corporation
1600 Summer Street
Stamford, Connecticut 06905

General descriptions of the railroad equipment covered by the enclosed documents are attached hereto as Schedule 1.

The undersigned is the attorney-in-fact of General Electric Capital Corporation. Please return the extra copies of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or to the bearer hereof.

Also enclosed is a remittance in the amount of \$32.00 for the required recording fees.

Short summaries of the documents to appear in the index follows:

SECONDARY DOCUMENTS

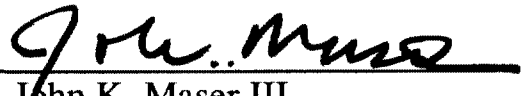
Supplement to Annex I of the Mortgage, dated March 23, 1992, relating to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 23, 1985, between Chicago, Central & Pacific Railroad Company ("Mortgagor") and General Electric Capital Corporation ("Mortgagee"), recorded under Recordation No. 14868, as amended ("Mortgage"), evidencing that, subsequent to the execution of the Mortgage, Mortgagor has acquired fifteen (15) 2,000 horsepower 4 axle locomotives originally built by the Electro Motive Division of General Motors and remanufactured by the Milwaukee Road bearing Mortgagor's identification marks "CC" and Nos. 964, 966, 967, 968, 970, 971, 972, 973, 974, 975, 977, 979, 980, 981, and 1878, and that said locomotives are included as additional collateral under the Mortgage pursuant to an after-acquired property clause in the Mortgage.

Partial Release No. 6, dated as of March 17, 1992, relating to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 23, 1985, between Chicago, Central & Pacific Railroad Company ("Mortgagor") and General Electric Capital Corporation ("Mortgagee"), recorded under Recordation No. 14868,

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as amended, relating to and releasing seven (7) open top hopper cars bearing Mortgagor's identification marks "CC" and Nos. 363082, 362166, 86153, 363092, 86112, 363071, and 361555.

Respectfully submitted,

By: 
John K. Maser III
Attorney-In-Fact

286-6

SCHEDULE I

DESCRIPTION OF RAILROAD EQUIPMENT COVERED BY SUPPLEMENT TO ANNEX I OF THE MORTGAGE

Type and Quantity of Equipment	Chicago Central & Pacific Unit Numbers	Previous Milwaukee Road Unit Numbers
15 - 2,000 horsepower 4 axle locomotives originally built by the Electro Motive Division of General Motors and remanufactured by the Milwaukee Road	CC964 CC966 CC967 CC968 CC970 CC971 CC972 CC973 CC974 CC975 CC977 CC979 CC980 CC981 CC1878	964 966 967 968 970 971 972 973 974 975 977 979 980 981 978

DESCRIPTION OF RAILROAD EQUIPMENT COVERED BY PARTIAL RELEASE NO. 6

TYPE AND QUANTITY OF EQUIPMENT	CHICAGO, CENTRAL & PACIFIC IDENTIFICATION MARKS and NUMBERS
Seven (7) Open Top Hopper Cars	CC 363082 CC 362166 CC 86153 CC 363092 CC 86112 CC 363071 CC 361555

RECORDED NO. 24868-5
MAR 25 1992 - 11:20 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO ANNEX I OF THE MORTGAGE

WHEREAS CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY ("Railway Company") has executed a Mortgage, Assignment, Security Agreement and Financing Statement dated as of December 23, 1985, and amended by that certain First Amendment to Mortgage, Assignment, Security Agreement and Financing Statement dated as of December 31, 1987, and further amended by that certain Second Amendment to Mortgage, Assignment, Security Agreement and Financing Statement dated as of December 22, 1988 and further amended by that certain Third Amendment to Mortgage, Assignment, Security Agreement and Financing Statement dated as of December 21, 1990 (collectively the "Mortgage"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION ("Mortgagee," formerly known as GENERAL ELECTRIC CREDIT CORPORATION) in order to secure the Obligations (as defined in the Mortgage), which Mortgage has been duly recorded and filed under Recordation No. 14868; and

WHEREAS the Granting Clauses of the Mortgage include as Collateral (as defined in the Mortgage) any and all property and rights, of every kind and description, including all equipment acquired by the Railway Company after the time of execution of the Mortgage; and

WHEREAS the Railway Company has, subsequent to execution of the Mortgage, acquired certain equipment described as fifteen (15) 2,000 horsepower 4 axle locomotives originally built by the Electro Motive Division of General Motors and remanufactured by the Milwaukee Road; and

WHEREAS the Railway Company acknowledges that such locomotives are subject to the Mortgage by virtue of the above-mentioned after-acquired property clause; and

WHEREAS the Railway Company desires to evidence that such locomotives are subject to the lien of the Mortgage by supplementing Annex I to the Mortgage to identify such locomotives and desires to perfect the Mortgagee's security interest therein and lien thereon by filing this Supplement pursuant to Section 1.4 of the Mortgage;

NOW, THEREFORE, WITNESSETH the Railway Company hereby supplements Annex I to the Mortgage; and Annex I to the Mortgage is hereby supplemented to include as additional collateral, without limiting or otherwise affecting the Mortgagee's lien on and security interest in the other collateral subject to the Mortgage, the equipment identified on the following page.

<u>Description of Equipment</u>	<u>Chicago Central & Pacific Unit Numbers</u>	<u>Previous Milwaukee Road Unit Numbers</u>
15 - 2,000 horsepower 4 axle locomotives originally built by the Electro Motive Division of General Motors and remanufactured by the Milwaukee Road	964 966 967 968 970 971 972 973 974 975 977 979 980 981 1878	964 966 967 968 970 971 972 973 974 975 977 979 980 981 978

CHICAGO, CENTRAL & PACIFIC
RAILROAD COMPANY

By: R. Kevin Trout
Name: R. Kevin Trout
Title: Chief Financial Officer
Date: 3/23/92

STATE OF IOWA

COUNTY OF BLACKHAWK

SS.:

On this 23 day of March, 1992, before me personally appeared R. Kevin Tran to me personally known, who, being by me duly sworn, says that he is Chief Financial Officer of CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Geraldine A. Ott

Notary Public

[Notarial Seal]

My Commission expires 10-10-94